

Drafts of Resolutions
of the Extraordinary General Meeting of Shareholders
of TOYA S.A. with its registered office in Wrocław

Resolution no. ...
of the Extraordinary General Meeting of Shareholders of TOYA S.A.
of __ 2019
in the matter of electing the Chairman of the General Meeting of Shareholders

§ 1

pursuant to Art. 409 § 1 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505, as amended) and § 5 of the Rules of the General Meeting of Shareholders of "TOYA" S.A., the Extraordinary General Meeting of Shareholders of "TOYA" S.A. elects Mr/Mrs -/- the Chairman of the Extraordinary General Meeting of Shareholders.

§2

The resolution comes into force upon its adoption.

**Resolution no. ...
of the Extraordinary General Meeting of Shareholders of TOYA S.A.
of__ 2019
in the matter of electing the Returning Committee of the Extraordinary General Meeting of Shareholders**

§ 1

The Extraordinary General Meeting of Shareholders of **TOYA S.A.** resolves to elect the Returning Committee in the following composition:

.....

§ 2

The resolution comes into force upon its adoption.

**Resolution no. ...
of the Extraordinary General Meeting of Shareholders of TOYA S.A.
of __ 2019
in the matter of adopting the agenda.**

§1

The Extraordinary General Meeting of Shareholders of **TOYA S.A.** resolves to adopt the following agenda:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Electing the Chairman of the Extraordinary General Meeting of Shareholders.
3. Declaring the Extraordinary General Meeting of Shareholders duly convened and capable of adopting resolutions.
4. Electing the Returning Committee of the Extraordinary General Meeting of Shareholders.
5. Adopting the agenda.
6. Adopting the resolution concerning the amendment of the resolution no. 21 of the Annual Meeting of Shareholders of TOYA S.A with its registered office in Wrocław of 26 June 2019 (the content of the amended resolution shall be presented in the Current Report no. 14/2019).
7. Adopting the resolution in the matter of incurring costs of convening and holding the General Meeting of Shareholders.
8. Closing the General Meeting of Shareholders.

§2

The resolution comes into force upon its adoption.

**Resolution no. ...
of the Extraordinary General Meeting of Shareholders of TOYA S.A.
of __ 2019
in the matter of amending the resolution no. 21
of the Annual General Meeting of Shareholders of TOYA S.A.
with its registered office in Wrocław of 26 June 2019**

§ 1 of the amending Resolution

The Extraordinary General Meeting of Shareholders of TOYA S.A with its registered office in Wrocław resolves to amend the content of the resolution no. 21 of the Annual General Meeting of Shareholders of TOYA S.A. with its registered office in Wrocław of 26 June 2019 in a manner that it repeals the entire content of the resolution and gives it the following new wording:

§ 1

Under Art. 362 § 1 of the Code of Commercial Companies and Partnerships, the Management Board of TOYA Spółka Akcyjna with its registered office in Wrocław (hereinafter referred to as the "Company"), is authorised to acquire own shares of the Company (hereinafter referred to as the "Shares") on conditions specified in this resolution.

§ 2

The Company shall acquire Shares pursuant to terms and conditions specified below:

- 1) the number of the acquired Shares shall amount to maximum 3,000,000 (say: three million) Shares;
- 2) the total nominal value of the acquired own shares at the moment of their acquisition and the total value of own shares held by the Company and its subsidiaries at a given moment shall not exceed 20% of the share capital of the Company, taking into account the nominal value of own shares held by the Company and its subsidiaries;
- 3) the acquired Shares shall be paid up in full;
- 4) the minimum amount for one Share shall amount to PLN 7.00 (say: seven Zloty 00/100) and the the maximum amount for one Share shall amount to PLN 7.50 (say: seven Zloty 50/100),
- 5) the total amount for Shares, increased by purchase costs, shall not be higher than the amount of reserve capital established under the resolution no. 20 concerning the establishment of reserve capital for acquisition of own shares of TOYA S.A adopted by the Annual General Meeting of Shareholders of 26 June 2019;
- 6) the acquisition of shares shall be performed by means of announcing the buyback offer; whereas the acquisition of own shares shall be performed in a manner so as to ensure the equal treatment of all shareholders of the Company,
- 7) The Management Board is authorised to acquire the Shares until the exhaustion of financial resources from the reserve capital established for this purpose, but not longer than to 29 February 2020;
- 8) the commencement and completion of Share acquisition requires the separate resolution of the Management Board; The Management Board shall publicly disclose the detailed information regarding the acquisition of Shares, including the Share acquisition commencement and completion date;

9) the Shares acquired by the Company shall be redeemed under the separate resolution of the General Meeting of Shareholders.

§ 3

The Management Board shall inform the closest General Meeting of Shareholders on acquisition of Shares, pursuant to provisions of Art. 363 § 1 of the Code of Commercial Companies and Partnerships.

§ 4

The Management Board of the Company is authorised to perform any factual or legal actions necessary for acquisition of Shares and execution of this resolution, including the determination of any additional conditions and details regarding the acquisition of Shares of the Company under this resolution which are necessary to execute this authorisation.

§ 2 of the amending Resolution

The resolution comes into force upon its adoption.

**Resolution no. ...
of the Extraordinary General Meeting of Shareholders of TOYA S.A.
of __ 2019
in the matter of incurring costs of convening and holding
the Extraordinary General Meeting of Shareholders
by TOYA S.A**

§ 1

The Extraordinary General Meeting of Shareholders of TOYA S.A., under Art. 400 § 4 of the Code of Commercial Companies and Partnerships, resolves that the costs of convening and holding this General Meeting of Shareholders shall be incurred by TOYA S.A..

§ 2

The resolution comes into force upon its adoption.